

II

Lewis P. Taintall
June 1st 1880
THE

ACT OF INCORPORATION

AND

BYE-LAWS

OF THE

INLAND NAVIGATION COMPANY

HALIFAX, N. S.

PRINTED BY J. BOWES AND SON, BARRINGTON STREET,
1854.

Handwritten notes at the top of the page, possibly a signature or title.

NS

386.4

IN

TR

2840

I

fo

W
L
C
pe
he
bo
C

se
ti

th
h

a
a
th
E
ty
w
fo
P

s
in
m
d
a

a
r
P
a
t

AN ACT TO INCORPORATE

THE

INLAND NAVIGATION COMPANY.

[Passed the 4th day of April, A. D. 1853.]

Be it enacted by the governor, council, and assembly as follows:

1. James F. Avery, Andrew McKinlay, William Stairs, William B. Fairbanks, William Lawson, David Allison, Lawrence Hartshorne, Thomas Bolton, James Thompson, Charles W. Fairbanks, George A. S. Crichton, and all other persons who shall become proprietors in the company, hereby established, their successors and assigns, shall be a body corporate, by the name of "The Inland Navigation Company."

Name of members
of Corporation.

2. The company may purchase and hold real estate, and sell or let the same; the real estate to be held at any one time not to exceed in value the sum of ten thousand pounds.

Real Estate of
Company limited.

3. The capital stock of the company shall be thirty thousand pounds, to be divided into one thousand and five hundred shares of twenty pounds each.

Capital Stock—
shares.

4. Any of the persons named herein, may immediately after the passing hereof, open a subscription book for shares, and give public notice of the opening thereof for at least thirty days, in two or more of the newspapers published in Halifax; and no person shall be allowed to take more than twenty-five shares, until the expiration of such thirty days, when, if any of the shares shall then remain unsubscribed for, any person may subscribe therefor, notwithstanding such person may have before taken twenty-five shares.

Subscription Book
to be kept open.

Shares—how many
may be taken by
one person.

5. As soon as the sum of ten thousand pounds of the stock shall be subscribed for, and one thousand pounds paid in on account thereof, the shareholders may hold their first meeting, and thereat appoint their officers, namely; a president, two directors, an engineer-in-chief, and such subordinate officers as they may deem necessary.

Company—when
to go into opera-
tion.

6. When the company shall be invested by the provincial government, in consideration of such sum of money as may be mutually agreed upon, not to exceed five thousand pounds, with the land, and land covered with water, locks, and other works and appurtenances, formerly belonging to the Shubenacadie Canal Company, or any part thereof that

Empowered to cut
Canal, &c.

may be required by the company and agreed to by the government, it shall be lawful for the company to open and cut a sufficient canal or water communication from the waters of the harbor of Halifax through the Dartmouth lakes, so called, the lakes and channels or course of the river Shubenacadie, or along the sides or banks of such lakes and river to such part of the river between its place of discharge in the basin of Minas and the Great lake, and in so doing, to use, deepen, contract or widen, or otherwise alter the channel formerly cut and opened by the Shubenacadie Canal Company, as shall be proper for making a continuous navigable channel, or canal for the passage of boats or vessels to and from the basin of Minas and the harbor of Halifax, respectively, and for such purpose to dig, excavate and clear such locks, pits, chambers or basins, and make, build or renew, such locks, sluices, weirs, dams or embankments, in, over, across or upon, the course of such river, or along the sides thereof, or at or near the several lakes or streams, connected therewith, as may be necessary for effecting such inland water communication, at all such parts of such river, lakes or streams, and in such courses and directions, from one part to another of the same as may be deemed proper, and to build any slips or lines of railway which may be necessary in the course of such inland water communication, and to use the channels and waters of such rivers, lakes, and streams, in every way necessary for constructing such inland water communication, and for rendering and keeping the same at all times navigable and in operation.

Towing paths.

7. The company shall have power to make all necessary towing paths or roads along the shores, banks, or sides of the inland water communication, for the tracking or towing boats or vessels along the line thereof.

To be open to the public—tolls how regulated.

8. The inland water communication and towing paths shall, at all convenient times after the construction thereof, be kept open for the use of the public, their boats, vessels, goods, horses, and cattle, upon the payment of a certain rate of toll money, to be regulated by the company, and approved of by the governor, in council, and revised every five years.

When Canal crossed by public highways Company to erect bridge.

9. Whenever the line of such inland water communication shall be crossed by any public highway now existing, or hereafter to be by law established, the company, at its own cost, shall be obliged to erect a convenient and substantial bridge for the use of such highway, to be open to the public at all times.

When private lands required for purposes of company

10. Whenever it shall be necessary in the construction of such inland water communication, that the company shall be invested with any lands in the line thereof, or contiguous thereto, and no agreement can be made for the purchase thereof, it shall be lawful for the president and directors to apply, by petition, either in term time or vacation, to any

two of the judges of the supreme court, setting forth the nature and situation of the lands required, the names of the owners thereof, and praying the conveyance thereof to the company,—whereupon such judges shall appoint a time and place for considering such petition, and shall direct a proper notice, in writing, to be served on the owners of the lands, if in the province, and if absent, to be published for the period of one month, in at least two of the Halifax newspapers, requiring them to attend, either in person or by their agent or attorney, at such time and place; and in case such owners shall attend, the judges shall require the president and directors to nominate one appraiser, and such owners two appraisers; and the judges shall nominate two appraisers; but in case such owners do not attend, the judges shall, on proof of such service, or publication of such notice, nominate four appraisers, and shall by an order, in writing, direct the said five appraisers to value the lands so required; and the appraisers, having first subscribed an affidavit, in writing, to be sworn to before a justice of the peace, to be annexed to such order, to the effect that they will faithfully make such appraisement, shall, with all convenient speed, proceed to and appraise such lands, and shall make such appraisement in writing, and return it with such order and affidavit to the two judges, who, if they approve thereof, shall confirm the same; and the company, upon paying or tendering the amount of such appraised value, and the expenses of the order, in such appraisement, and registering such order, affidavit, appraisement, and confirmation, in the office of the registrar of deeds, in the county where such lands lie, who is hereby required to register the same, shall be considered the owners of such lands.

11. The company may, from time to time, enter upon any lands not under cultivation, and there cut down any trees, prepare any timber, and quarry and dig any rock or other materials there found, and work, prepare, and carry away the same for the use of such inland water communication; and if the parties having the property in such lands, or materials, shall refuse to agree with the company therefor, and for any damages occasioned thereby, or shall refuse such reasonable compensation as may be tendered therefor, the same shall be settled by arbitration, under chapter eighty-seven of the revised statutes, but the company shall not take or use any such materials as may have been previously wrought or prepared, without the consent of the parties entitled thereto.

12. In case any wear or embankment shall be made across the present course of the river Shubenacadie below the Great lake, the company shall make and maintain therein a sufficient fish ladder or waste gate, with proper grates and valves, for allowing at all proper seasons the passage of fish up and down such river, the company in respect of making and maintaining such fish ladder or waste gate,

Materials may be taken from private lands.

When wears or embankments made across river, company to provide fish ladders.

to be subject to the rules, fines and forfeitures contained and imposed in and by chapter 95 of the revised statutes, "Of river fisheries," and all acts in amendment thereof.

Dividends—pay-
ment of.

Casualty fund—
when to be es-
tablished.

13. The company shall not divide over twelve per cent. on the paid up capital thereof, after the payment of the current expenses, but may put the surplus receipts over the above twelve per cent. into a casualty fund until such fund, amounts to a sum equal to one fourth of the capital stock of the company, and which may be vested in such stock or securities as the company may think fit, and then the surplus earnings of the company, over and above twelve per cent. may be used in the repairing, improving, or extension of the works of such inland water communication.

Liability of share-
holders.

14. No shareholder shall be liable on account of the debts of the company for a greater amount than double the amount of the stock held by him, deducting therefrom the amount paid to the company on account of such stock, unless he shall have rendered himself liable therefor by becoming security for the debts of the company.

Canal, &c. may be
taken by govern-
ment, after 20
years.

15. The legislature may, at its option, at any time after twenty years from the passing of this act, take such inland water communication, with all the works and appurtenances thereof, and keep the same in operation for the benefit and under the control of the government, on paying to the company a sum equal to twenty years' purchase of the annual profits divisible upon the subscribed and paid up capital stock of the company, provided such average rate of profits shall not be less than eight per cent.

Half-yearly ac-
counts to be
transmitted to
Provincial Se-
cretary

16. Full and true accounts shall at all times be kept by the directors of the company of all sums of money received and paid on account of such inland water communication; and the company shall once in every half year cause a half yearly account in abstract to be prepared, shewing the total receipt and expenditure on account of the said inland water communication for the half year ending the thirtieth day of June, and the thirty-first day of December respectively, under distinct heads of receipt and expenditure, with a statement of the balance of such account, duly audited and certified under the hands of two or more of the directors of the Company, and shall send a copy of such account to the Provincial Secretary, on or before the last days of August and February respectively; and it shall be lawful for the governor, in council, if they shall think fit, at all times, to appoint any proper person or persons to inspect the accounts and books of the company; and it shall be lawful for any person so authorised, at all reasonable times, upon producing his authority, to examine the books, accounts, vouchers, and other documents of the company, at its principal office or place of business, and to take copies or extracts therefrom.

Auditors may be
appointed.

Conveyance of
mails and troops
to be without
charge.

17. No tolls shall be charged for the conveyance of Her Majesty's mails or of troops, or of troops and munitions of war, over the inland water communication established by this act.

1.
Stoc
least
publ
shall
after
dent
from
in-C
elect
entit
Shal
man
shal
two
to c
vide
mor
may
2.
beir
wri
Sha
er e
hol
suc
may
by
beir
3.
Pre
4.
me
of a
and
mo

BYE-LAWS

OF THE

INLAND NAVIGATION COMPANY.

1. There shall be an Annual General Meeting of the Stockholders, in each and every year, of which meeting at least ten days' notice shall be given in two or more of the public Newspapers published in Halifax, and which meeting shall be held on the first Wednesday of April in every year after the present year, at such time and place as the President and Directors shall appoint, with power of adjournment from time to time—when the President, Directors, Engineer-in-Chief, and the other officers of the Company shall be elected by ballot, every Proprietor or Stockholder being entitled to vote on all questions according to the number of Shares which he or she may possess in the Company, in manner following, that is to say: The owner of one Share shall be entitled to one vote; the owner of five Shares to two votes; and the owner of every additional five Shares to one vote for every such additional five shares. Provided, however, that no Shareholder shall be entitled to more than five votes, notwithstanding such Shareholder may hold more than twenty Shares in the Company.

Annual General Meeting on 1st Wednesday in April.

Election of Officers thereat.

Number of votes limited. And Shareholders restricted to five.

2. Each Shareholder may vote in person, or by Proxy, being a Shareholder entitled to vote, and duly constituted in writing. No person shall hold more than three Proxies for Shareholders resident in the Province. But any Shareholder entitled to vote may hold three or more Proxies for Shareholders non-resident or absent from the Province. And all such Shareholders, non-resident or absent from the Province, may at the first meeting of the Company be entitled to vote by his or her authorised or acknowledged Attorney or Agent, being a Shareholder in the Company entitled to vote.

Proxy.

Shareholders not to hold more than 3 proxies for Residents, 3 or more for Non-residents

3. The affairs of the Company shall be managed by the President and Directors.

Company's affairs —by whom managed.

4. The President shall have power to execute all documents on behalf of the Company, and shall direct the calling of all meetings of the President and Directors or Shareholders, and preside thereat, and shall draw all orders or checks for money which shall be countersigned by the Secretary.

Duties of President

Meetings and Duties of Board of Directors.

5. The President and Directors of the Company shall meet as often as the business of the Company requires, and shall have power to appoint all necessary Officers or Servants not provided for by the Act of Incorporation or these Bye Laws, and may allow them such compensation for their services as they the President and Directors may think proper, subject to the approval of the Shareholders at any General or Special Meeting; and the President and Directors shall have full power and authority to make, do and transact all acts, deeds, matters and things necessary and expedient in and about the carrying out the terms of the act of Incorporation, and the construction of the Inland Water Communication thereby contemplated, and the keeping the same at all times navigable and in operation.

Engineer-in-Chief—Duties, &c.

6. The Engineer-in-Chief shall act under the direction and control of the President and Directors, and shall receive such compensation for his services as they may think proper, subject as aforesaid to the approval of the Shareholders.

Secretary's Duties.

7. The Secretary shall attend all Meetings of the Directors, keep a record of the proceedings of the Company, issue summonses for all meetings either of the Directors or of the Company, keep a true account of all monies paid to or for the Company, keep a book for the Registration of Shareholders and the number of Shares held by each, with the respective numbers of such shares, every share being numerically distinguished, and shall perform all duties usual to the office, under the direction of the President and Directors; and shall also act as Treasurer, and shall give Bond with two Sureties each in the sum of Five Hundred Pounds for the faithful discharge of the duties of the office, and the due accounting for all monies that may come into his hands or those of his substitute. And the President and Directors shall allow for such services such compensation as they may think proper, subject as aforesaid to the approval of the Shareholders.

Shall act as Treasurer and give Bond.

To constitute quorum—two hundred Shares to be represented.

8. It shall not be competent for the Shareholders at any General or Special Meeting of the Company to transact business of any kind, unless there be present at least twenty Shareholders representing in their own right or by Proxy at least Two Hundred Shares.

Special Meetings—how called.

9. Besides the Annual General Meeting of the Company, it shall be competent for the President and Directors at any time either of their own accord or upon a requisition signed by at least twenty of the Shareholders, upon giving ten days' notice in two or more of the public Newspapers in Halifax, or by notice in writing to be served upon the Shareholders, to call a special General Meeting of the Company, specifying the purpose for which it is called, and at which it shall not be competent to transact any other business than that for which they shall be specially summoned; and the votes shall be taken as in the case of the Annual General Meeting.

Confined to Special Business.

10. The several persons who are at present Shareholders in the Company, or who shall hereafter subscribe for Stock in the same, shall be liable to pay up all and every such Instalment or Instalments as they may be called upon from time to time by the President and Directors, who are hereby authorized if the same be not paid at the time mentioned in such call, to charge interest thereon from the time of such call until paid; and every Shareholder so neglecting to pay such Instalment shall be liable to pay such interest as also five per cent. upon the amount of such Instalment, and in default of such payment the President and Directors shall have power to sue for the recovery of the same;—or at their option after thirty days' notice to that effect given by the Secretary to the party or parties in default the President and Directors may declare the share or shares held by such party or parties respectively forfeited, and may sell and transfer the same.

Calls for Instalments.
In case of default interest and 5 per cent. to be charged.

11. After the registration of such share or shares as aforesaid, a Certificate to be approved by the President and Directors under the seal of the Company and signed by the President and Secretary, shall be delivered to every proprietor or stockholder, specifying the share or shares to which he or she is entitled in the Company, and such registry of the certificate of a share or shares shall be evidence of the property or ownership thereof.

Stock certificate.

12. No transfer of any share or shares shall be held valid unless the same be approved of by the President and Directors. And in all cases the share or shares of every Stockholder shall be liable to the Company for all debts in anywise incurred by such stockholder to the Company, and all transfers shall be entered and subscribed by the parties in the Company's books.

Transfer of Shares not valid until approved by President and Directors, shares to be liable for Stockholders' debts to the Company.

13. The books, accounts and papers of the Company shall be open at all times to the inspection of the President and Directors; and the Secretary shall furnish an account of the affairs of the Company whenever required by the President and Directors so to do.

Books, &c. to be open at all times to President and Directors, and Secretary to furnish account of affairs whenever required.

14. The President and Directors shall have power at any time, when in their judgment it is for the interest of the Company, to remove and discharge the Engineer or Secretary, and to appoint other persons in their room till a Special Meeting shall be convened.

President and Directors may remove Engineer or Secretary.

15. No dividend shall be declared or made except at the Annual General Meeting of the Shareholders, which shall be declared upon the recommendation of the President and Directors, and when concurred in by a majority of Shareholders present. And in no case shall there at any time be a dividend declared of any part of the Capital Stock of the Company.

No dividend declared except at Annual General Meeting, and none declared of any part of Capital Stock.

16. Hereafter when any Director or Directors shall decline serving, after being duly elected at any Annual

Directors elected
declining to serve
new ones to be
ballotted for.

Qualification of
President and of
the Directors.

No alteration in
Bye Laws, ex-
cept at Annual
or Special Gene-
ral Meeting pur-
posely called
therefor.

General Meeting, such meeting shall immediately proceed to new ballot in the place of such Director or Directors so declining; or if necessary a Special General Meeting of the Company shall be called for the purpose of electing such new Director or Directors.

17. No Shareholder shall be qualified to be the President, or a Director, unless he holds at least ten shares in the Company.

18. No Alteration shall on any account be made in or addition to these Bye-Laws, except at an Annual or Special General Meeting, in the notice for which Special Meeting the intention to make such alterations shall be stated, and which alteration or additions shall be sanctioned by at least two-thirds of the votes legally given at such Meeting.

At a meeting of the Company held at the Merchant's Exchange, on the Evening of the 24th day of January, 1854, it was

Resolved, that the foregoing Rules and Regulations in their present shape, be adopted as the Bye-Laws of the Inland Navigation Company.

d to
s so
the
uch

ent,
the

n or
cial
ting
and
east

nt's
ary,

in
the